

Exhibit G

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

IN RE: . Case No. 03-12872 (JLP)  
NORTHWESTERN CORPORATION, . 824 Market Street  
Debtor. . Wilmington, Delaware 19801  
August 10, 2005  
10:30 a.m.

TRANSCRIPT OF OMNIBUS HEARING  
BEFORE HONORABLE JOHN L. PETERSON  
UNITED STATES BANKRUPTCY COURT JUDGE

APPEARANCES:

For the Debtor: Greenberg Traurig , LLP  
By: WILLIAM E. CHIPMAN, JR., ESQ.  
The Brandywine Building  
1000 West Street  
Suite 1540  
Wilmington, DE 19801  
  
Paul, Hastings, Janofsky &  
Walker, LLP  
By: KERI C. CHAYAVADHANANGKUR, ESQ.  
600 Peachtree Street, N.E.  
Atlanta, GA 30308  
(Telephonic Appearance)  
  
Roberts, Mlotkowski & Hobbes, PC  
By: CAROLINE D. DENNISON, ESQ.  
8270 Greensboro Drive  
Suite 850  
McLean, VA 22102

Audio Operator: Jason Smith

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(609) 586-2311 Fax No. (609) 587-3599

APPEARANCES (Cont'd.):

For the Debtor: Womble, Carlyle, Sandridge & Rice  
By: WILLIAM CAPP, ESQ.  
One Atlantic Center  
1201 West Peachtree Street  
Suite 3500  
Atlanta, GA 30309  
  
By: THOMAS KNAPP, ESQ.

For AT&T: Lowenstein Sandler, PC  
By: GEORGE E. PATTERSON, JR., ESQ.  
65 Livingston Avenue  
Roseland, NJ 07068  
(Telephonic Appearance)  
  
Elzufon Austin Reardon Tarlov  
& Mondell, P.A.  
By: CHARLES J. BROWN, III, ESQ.  
300 Delaware Avenue  
Suite 1700  
P.O. Box 1630  
Wilmington, DE 19899

For U.S. State Dept.: U.S. Department of Justice  
By: MATTHEW J. TROY, ESQ.  
(Telephonic Appearance)

For Milbank, Tweed,  
Hadley & McCloy, LLP: Milbank Tweed Hadley & McCloy,  
LLP  
By: RYAN DeFORD, ESQ.  
375 Park Avenue  
Suite 3601  
New York, NY 10152  
(Telephonic Appearance)

For Magten: Fried, Frank, Harris, Shriver  
& Jacobson, LLP  
By: GARY L. KAPLAN, ESQ..  
One New York Plaza  
New York, NY 10004

For Law Debenture: Nixon Peabody, LLP  
By: JOHN V. SNELLINGS, ESQ.  
100 Summer Street  
Boston, MA 02110  
(Telephonic Appearance)

APPEARANCES (Cont'd.):

For Richard Hylland:	Stevens & Lee By: JOHN D. DEMMY, ESQ. 1105 North Market Street 7th Floor Wilmington, DE 19801
For Merle Lewis:	Fox Rothschild LLP By: NEAL J. LEVITSKY, ESQ. Citizens Bank Center 919 North Market Street Suite 1400, 14th Floor Wilmington, DE 19801
For National Union Fire Insurance Company of Pittsburgh, PA:	White and Williams LLP By: MARC S. CASARINO, ESQ. 824 North Market Street Suite 902 Wilmington, DE 19801
For First Interstate Bank:	Werb & Sullivan By: AMY D. BROWN, ESQ. Tenth Floor 300 Delaware Avenue P.O. Box 25046 Wilmington, DE 19899
For the Plan Committee:	The Bayard Firm By: ERIC M. SUTTY, ESQ. 222 Delaware Avenue Suite 900 P.O. Box 25130 Wilmington, DE 19899
For James Murphy:	Eckert Seamans Cherin & Mellott, LLC By: RONALD S. GELLERT, ESQ. 4 East 8th Street, Suite 200 Wilmington, Delaware 19801
For the Official Committee of Unsecured Creditors:	Paul, Weiss, Rifkind, Wharton & Garrison LLP By: MARGARET A. PHILLIPS, ESQ. EPHRAIM I. DIAMOND, ESQ. 1285 Avenue of the Americas New York, NY 10019 (Telephonic Appearance)

APPEARANCES (Cont'd.):

For Plaintiffs,  
Agenda Item 15:

Lyons, Doughty & Veldhuis, PC  
By: HILLARY VELDHUIS, ESQ.  
1288 Route 73, Suite 310  
Mount Laurel, NJ 08054

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1 THE COURT: The number of persons that I think are on  
2 the telephone appearances; Margaret Phillips, from Paul Weiss  
3 and Ephraim Diamond; Paul Weiss. Are they present?

4 MS. PHILLIPS: Yes, Your Honor.

5 MR. DIAMOND: Yes, Your Honor.

6 THE COURT: All right. George Patterson, from  
7 Lowenstein Sandler, AT&T?

8 MR. PATTERSON: Yes, Your Honor.

9 THE COURT: Matthew Troy, from the U.S. State  
10 Department -- or Department of Justice?

11 MR. TROY: Yes, Your Honor.

12 THE COURT: Ryan deFord, from Milbank, Tweed?

13 MR. DeFORD: Yes, Your Honor.

14 THE COURT: And counsel for NorthWestern, Paul  
15 Hastings?

16 MS. CHAYAVADHANANGKUR: Yes, Your Honor.

17 THE COURT: Patrick Coleman?

18 MR. COLEMAN: Yes, Your Honor.

19 THE COURT: Let's have the appearances, then, for  
20 counsel in Wilmington.

21 MR. CHIPMAN: Good morning, Your Honor. William  
22 Chipman; Greenberg Traurig, for the debtor.

23 MR. KAPLAN: Good morning, Your Honor. Gary Kaplan,  
24 from Fried, Frank, on behalf of Magten.

25 MR. DEMMY: Your Honor, John Demmy, of Stevens and

1 Lee, for Richard Hylland.

2 MR. LEVITSKY: Good morning, Your Honor. Neal  
3 Levitsky, from Fox Rothschild, for Merle Lewis.

4 MR. CASARINO: Good morning, Your Honor. Marc  
5 Casarino, from White and Williams, LLP, for National Union Fire  
6 Insurance Company of Pittsburgh, PA.

7 MS. BROWN: Good morning, Your Honor. Amy Brown;  
8 Werb and Sullivan, on behalf of First Interstate Bank and  
9 Mazula (phonetic) Parking Commission.

10 THE COURT: Very well.

11 MR. SUTTY: Good morning, Your Honor. Eric Sutti, of  
12 the Bayard Firm, on behalf of the Plan Committee.

13 MR. BROWN: Good morning, Your Honor. Charles Brown,  
14 from Elzufon Austin, on behalf of AT&T.

15 MR. GELLERT: Good morning, Your Honor. Ronald  
16 Gellert, from Eckert Seamans, on behalf of James Murphy.

17 THE COURT: Counsel, here on --

18 MS. DENNISON: Good morning, Your Honor. Carol  
19 Dennison, on behalf of the debtor.

20 MR. CAPP: Good morning, Your Honor. William Capp  
21 (phonetic), for NorthWestern.

22 MR. KNAPP: Thomas Knapp (phonetic), on behalf of  
23 NorthWestern.

24 THE COURT: Anyone else? I'll take up the matter  
25 dealing with the notice of emergency motion to extend time to



1 present a claim of Patrick Coleman, filed by Patrick Coleman on  
2 August the 8th of '05. Coleman contends that he did not get  
3 timely notice of this proceeding, although I notice that the  
4 proof of mailing that was made by the debtor's counsel shows  
5 that he was on the telecopies that were mailed out on August  
6 the 1st, '05. What's the position of the debtor?

7 MS. DENNISON: Good morning, Your Honor. Carol  
8 Dennison, on behalf of the debtor. It is, in fact, the  
9 debtor's position that Mr. Coleman was properly served with the  
10 agenda at the place of address noticed on his claim form,  
11 consistent with what's reflected on the agenda. When he  
12 advised me -- when I spoke with him -- we also sent him another  
13 copy, at his request. But he was served when everyone else was  
14 served.

15 THE COURT: Mr. Coleman?

16 MR. COLEMAN: Your Honor, I was not served. And this  
17 is not the first time that I was not served by counsel, for  
18 various hearings.

19 THE COURT: Now, what do you want the continuance to  
20 do?

21 MR. COLEMAN: To have witnesses available and to  
22 subpoena records, in order to be available for the hearing,  
23 regarding the claim.

24 THE COURT: Any objection --

25 MS. DENNISON: If I could be heard, Your Honor?

1 THE COURT: Go ahead.

2 MS. DENNISON: This claim objection was filed, Your  
3 Honor, in February -- on February 1st. And there was an  
4 objection deadline, that was shortly thereafter, in March.  
5 This claimant has had almost seven months to conduct discovery,  
6 to the extent that discovery was necessary. The agenda has  
7 carried this from month to month, with the hope that a  
8 settlement could be reached. A settlement offer was made last  
9 week.

10 We also note, for the record, that we're prepared to  
11 proceed today. We have Mr. Roger Shrum in the courtroom, who  
12 can testify as to NorthWestern's position on why this claim  
13 should be disallowed or substantially reduced. We also believe  
14 that the request for 120 day continuance is absurd, in light of  
15 the fact that this has been a pending matter, where there's  
16 clearly a dispute since March. And there's been no effort by  
17 the claimant to seek to do discovery, whether on an informal or  
18 a formal basis.

19 And we'd note for the Court, as the Court is aware,  
20 that this debtor has conducted informal discovery in most  
21 cases, in connection with the claim resolution process. This  
22 is the first that anybody has been advised that this plaintiff  
23 wishes to do discovery. And we don't believe that were the  
24 Court to consider continuing this matter, that a 120 days is  
25 appropriate.

1           Lastly, we would note for the Court that none of the  
2 individuals identified in Mr. Coleman's emergency request for a  
3 continuance are current employees of NorthWestern.  
4 NorthWestern does not have control over and, indeed, cannot  
5 produce any of those individuals. And we'd note for the record  
6 that were that the case, we did make inquiry, to see if there  
7 was some way that we can, perhaps, expedite it. But none of  
8 these witnesses that Mr. Coleman says that he wants to do  
9 discovery on are NorthWestern witnesses.

10           So with that, Your Honor, we think that their request  
11 is untimely. We think that this claimant is a -- based on his  
12 communications with us and the Court -- it's clear that he is a  
13 sophisticated businessperson and understands this process, and  
14 that had he desired to take discovery, that he should have done  
15 so after his objection was filed, rather than sitting on his  
16 rights, letting them lapse until this claim came on for  
17 hearing.

18           So we would ask the Court to deny his motion, in the  
19 first place. But in the second place, we would say that if the  
20 Court is going to consider it, that it be a 30 day extension,  
21 because this claim determination should not be delayed any  
22 further.

23           THE COURT: All right. Mr. Coleman, how about your  
24 response?

25           MR. COLEMAN: I have, through the process of this --

1 with former officers of NorthWestern -- made dozens of calls  
2 regarding the process of this claim. And I, as of last August  
3 -- with Mr. Chipman -- had e-mailed him regarding what the  
4 process was regarding the settlement, and was told that I would  
5 be notified in due time as to the process regarding settlement  
6 conferences.

7           So I have made dozens of calls to counsel to  
8 NorthWestern throughout this process, and would have been happy  
9 if I had been told you may prepare for today, to be exactly  
10 prepared. I have been waiting for almost two years to have had  
11 an opportunity to be available to present, and being notified  
12 five or six days before a hearing that's to take place in  
13 Butte, Montana. It's simply not reasonable.

14           And while it may not need to be 120 days, it would  
15 need to be a minimum of 60 days, in order to gather the  
16 witnesses together to be present. And in terms of what Ms.  
17 Dennison said about settlement, no one from legal counsel on  
18 the debtor's side has called me regarding this matter, until  
19 last Thursday -- ever.

20           THE COURT: What have you been doing to get these  
21 witnesses deposed, since you filed your claim? What do you  
22 think -- you're supposed to assert yourself into this process.  
23 And you've got the right to ask for the depositions. You can  
24 notice them up. It's a contested case. You can utilize the  
25 Federal Rules of Civil Procedure. You haven't done any of

1 that.

2 MR. COLEMAN: I was under the impression that a time  
3 frame for settlement would happen, and that we would be sitting  
4 down -- that they would ask to sit down with us. We would talk  
5 about what was to be stipulated or not stipulated, and at that  
6 point, go through a discovery process. And that's why I had  
7 asked them Monday if they were going to respond in writing, so  
8 I would know what parts of my claim they had the most concerns  
9 with. At this point, I have no idea -- with regard to the  
10 claims -- what their concerns are.

11 THE COURT: It looks like they're concerned with the  
12 whole claim. I'm going to deny your motion to extend the time.  
13 And we'll get to the hearing on it later this morning.

14 The following items on the agenda on claims are  
15 vacated, as the claims have been withdrawn on August the 9th,  
16 2005. Item Number 9, the claim of the Internal Revenue  
17 Service, Claim 1066; Item Number 10, the claim of Nebraska  
18 Department of Revenue, Claim 1001; Item Number 13, the  
19 objection to the claim of Westchester Fire Insurance Company  
20 and other insurance companies, Claims Number 630 and 885; and  
21 Item Number 22, claims of Valerie Bergen, Numbers 549 and 959.

22 Before we get into the rest of the agenda, I am  
23 prepared to rule on the Magten's omnibus objection to the  
24 NorthWestern's motions to settle various claims, pursuant to  
25 Federal Rule of Bankruptcy Procedure 9019. The Plan Committee

1 has filed a reply, resisting NorWest motion -- West objection  
2 -- as has the debtor, NorthWestern. And the Court has read the  
3 replies, and also, Magten's omnibus objection.

4           The omnibus objection of Magten involves the disputed  
5 claims on motions, which are docketed in Numbers 3162, 3163,  
6 3164, 3217, 3219, 3224, 3196, 3197, 3198, 3199, 3208, and 3197.  
7 Added to this -- the agenda calendar -- were the claims  
8 involving Murphy, Hylland, Lewis -- no, Murphy, Lewis and  
9 Charter -- and objections have been filed by Magten to the  
10 latter two claims; Charter and Lewis.

11           This Court has previously stated its position at the  
12 June hearing, relative to Magten's objection. And let me just  
13 refresh that, for the record. On June the 30th, 2005, Magten  
14 objected -- at that time -- objected to certain NorWest  
15 motions, pursuant to -- filed -- pursuant to 9019. The Court  
16 found no merit in Magten's argument, and approved the June 9019  
17 motions at a hearing held on July the 12th, 2005. Magten, once  
18 again, has reviewed the -- renewed -- the same basis for the  
19 objection in the pending motions, with one exception, which  
20 I'll get to later.

21           The Plan Committee is charged with protecting the  
22 interests of NorthWestern's unsecured creditors, during the  
23 final stages of this Chapter 11 case. The primary purpose of  
24 the Plan Committee is to oversee the claims reconciliation and  
25 settlement process. One of those key interests is to ensure

1 that all unsecured creditors receive their rightful recoveries  
2 in a timely manner. The Plan Committee asserts that in filing  
3 its objections -- and this is joined in by NorthWestern --  
4 Magten seeks to prevent both the allowance of the proposed  
5 allowed claims, as well as further distributions from the  
6 disputed claims reserve; matters which fall within the Plan  
7 Committee's review.

8           For example, on June 30th, 2005, the debtor filed  
9 personal injury 9019 motions, seeking this Court's approval of  
10 various settlement agreements, between NorWest -- NorthWestern  
11 -- and the claimants, involving personal injury and wrongful  
12 death claims. On June 21 and 22, 2005, subsequent motions were  
13 filed under Rule 9019 -- which are now set for hearing -- for  
14 approval of various settlements between the claimants and this  
15 disputed claim, involving litigation matters, legal fees, and  
16 employee benefits, as well as a multitude of claims asserted by  
17 former directors and officers. Subsequent to the motion,  
18 additional claims were filed on -- for settlement -- on behalf  
19 of Murphy, Rourke (phonetic), Charter and Lewis.

20           Each of the 9019 motions provide that upon entry of  
21 an order approving such motion, the claimant shall be deemed to  
22 have an allowed claim in the amount set forth in the letter  
23 agreements executed by the claimant's counsel, and would  
24 receive a pro rata share of new common stock on the disputed  
25 claims reserves.

1 By the objections from Magten, Magten states to --  
2 objects to -- the allowance of the proposed allowed claims  
3 filed, on its allegations that the disputed claim reserve was  
4 not sufficiently funded. Magten seeks a stay of the claims  
5 resolution process, and asserts that neither allowance of the  
6 disputed Class 9 claims, nor distribution from the claims  
7 reserve may occur until after its complaint -- filed under  
8 Section 1144 of the Code -- has been fully and finally  
9 resolved. That action has been stayed by prior order of this  
10 Court.

11 In its objections, Magten further argues that the  
12 filing of that complaint under 1144 -- along with  
13 NorthWestern's alleged admissions, respecting the inadequacy of  
14 the disputed claims reserve -- Magten's mischaracterization to  
15 this Court's decision denying the QUIP's 9019 motion should  
16 effectively halt the reorganized debtor's ongoing efforts to  
17 consensually resolve outstanding claims. But contrary to what  
18 Magten contends, the Plan Committee and NorthWestern properly  
19 assert that a halt to the claims process would be inequitable.

20 In laying the foundation for its argument, Magten  
21 relies on what it characterizes as this Court's prior finding  
22 on the disputed claims reserve is insufficient. A review of  
23 the record, however, and my review of the order, reveals that  
24 that reliance is misplaced. First, Magten wholly misconstrues  
25 the Court's decision denying the QUIP's 9019 motion, as lay in



1 support to its argument of being -- the reserve -- being  
2 underfunded. In denying the Court's 9019 motion, the Court  
3 found that the terms of the alleged settlement expressly  
4 violated the terms of the plan, and that Magten's ultimate  
5 proposal raised -- for the first time, I might add, on oral  
6 argument -- to dip into the disputed claims reserve was an  
7 untenable solution.

8           Second, the arguments put forth that the hearing on  
9 the QUIP's 9019 motion did not address the sufficiency of the  
10 claim reserve, per se, and it hasn't been addressed to this  
11 date. Rather, they address NorthWestern's ability to evade the  
12 claims reserve, to afford Magten the economic equivalent of a  
13 quick settlement, to the detriment of the Class 7 creditors.

14           It seems to me to be totally inconsistent for Magten  
15 to say it's okay for it to invade the claims reserve, but  
16 doesn't allow that right to go to the other end -- secure the  
17 claims of the other unsecured creditors. The fact of the  
18 matter is that the disputed claims should be resolved on the  
19 merits, at least to the proposed settlements, under the  
20 standards set forth in Coram Healthcare Corporation, 315 BR  
21 321.

22           I hold that Magten's unsupported allegations, found  
23 in the 1144 complaint, are insufficient to halt NorWest claims  
24 resolution and settlement process. And I might add that that  
25 process has been successful in settling numerous contested

1 claims, well below the amount that the claimants had asserted  
2 were due to them. It is clear that the claim should and must  
3 be settled, to determine whether the disputed claims reserve is  
4 unfunded. To date, there is no such find.

5           Magten asserts that unless NorthWestern agrees to  
6 segregate sufficient common stock from the disputed claims  
7 reserve, to satisfy the full amount of the non-accepting QUIP's  
8 holder's claim, the proposed claims that are now subject to  
9 allowance must not be taken up. I think, significantly, that  
10 Magten demands are contrary to the terms of the stipulation and  
11 order establishing the disputed claims reserve between  
12 Northwest and the QUIP indentured trustee, Law Debenture, which  
13 provides that NorWest has no obligation to replenish the  
14 disputed claims reserve.

15           In the absence of unsupported relief, Magten demands  
16 this Court halt the number of claims that share in that  
17 reserve. I will not do so. Contrary to Magten's assertions,  
18 it would be inequitable to halt the claims resolution process,  
19 pending a resolution of the 1144 proceeding. The Court's stay  
20 of that order makes it clear that the resolution of that  
21 complaint is not right for immediate resolution. It would  
22 severely and inequitably hold up the entire post-confirmation  
23 administration of this estate; a situation clearly created by  
24 Magten's appeal of the order of confirmation of the plan.

25           The plan provides for a clear mechanism for resolving

1 these disputed claims, under Section 7.4 and 7.6. Once  
2 resolved, the plans require NorthWest to make a distribution on  
3 account of such allowed claims, as soon as practical, following  
4 its allowance. Magten's request would indefinitely prohibit  
5 compliance with the confirmed plan.

6           The orders approving the settlements of the former  
7 directors and officers and other personal injury actions at the  
8 -- after the July hearing -- were final and -- or have not been  
9 appealed by Magten. It's clear to me that once I had held that  
10 the -- basically, at the July hearing -- that Magten's delaying  
11 tactics were not meritable -- had no merit -- that now it is  
12 apparent -- and no appeal having been made -- under the law of  
13 the case doctrine, once an issue has been decided, the parties  
14 may not re-litigate that issue in the same case.

15           So I am going to overrule the omnibus objection of  
16 Magten, to the continuance of this hearing, relative to the  
17 settlement of the number of security claims which we have  
18 before the Court today.

19           I might further state that Magten's latest objection  
20 -- filed yesterday -- objects to the hearing of the Lewis and  
21 Charter claims, due to the lack of the 20 day notice. But it  
22 concedes that the Court can cause -- may shorten the time. I  
23 think the cause exists to conclude those litigation matters, as  
24 well, as they have been pending for months. And certainly,  
25 Magten had got an opportunity to determine the merits of the

1 litigation during the period of time.

2 I have to reiterate that compromise is generally  
3 favored in bankruptcy. A consensual resolution of claims  
4 minimizes litigation and expedites the administration of the  
5 bankruptcy estate. Under Rule 9019 of the Federal Rules of  
6 Bankruptcy Procedures, the approval of a compromised settlement  
7 is well within the sound discretion of the Court. In approving  
8 the settlement, the Court should not have to be content with  
9 the settlement as the best possible compromise. Rather, the  
10 Court must only conclude that the compromise of settlement  
11 falls within the reasonable range of litigation possibilities.  
12 Restated, that is, the settlement need only be above the lowest  
13 point of a range of reasonableness.

14 In determining whether to approve the settlement, the  
15 bankruptcy court should consider the probability of success of  
16 a litigation -- underlying litigation -- the complexity of the  
17 extents and delay involved, the possibility of possible  
18 difficulties in administering the estate in the paramount  
19 interest of the creditors. Additionally, the Court should  
20 defer to the debtor's judgment, so long as there are legitimate  
21 business justifications to the action. And I must also defer  
22 and give credit to the position taken by the Plan Committee,  
23 relative to the settlement on the merits of each of these  
24 claims.

25 And therefore, we're going to proceed to hear the

20

1 calendar, relative to these 9019 motions, and decide them in an  
2 appropriate manner.

3 MR. KAPLAN: Your Honor, can I be heard? It's Gary  
4 Kaplan, from Fried Frank, on behalf of Magten.

5 THE COURT: You may, sir.

6 MR. KAPLAN: Thank you, Your Honor. Your Honor, I'm  
7 not going to reargue points that -- I understand Your Honor's  
8 decision fairly clearly. But, you know, I do think that there  
9 is a simple way to avoid Magten being required to continue  
10 objecting -- to continue to raise its point -- so that we don't  
11 get to a point, at the end of the day, when our claim is  
12 ultimately allowed and everybody turns around and says, sorry.  
13 There's no stop left for you guys, because the reserve has been  
14 totally wiped out. And then somebody looks at us and says,  
15 well, where were you when all these claims were being allowed  
16 in the process?

17 And I think, very simply, Your Honor, what we would  
18 be looking for would be both the debtor and the Plan Committee  
19 -- who I understand Your Honor is giving significant deference  
20 to -- what we would like from them is a representation;  
21 whenever they are seeking this Court's allowance of claims,  
22 that they represent to the Court that the disputed claims  
23 reserve is sufficiently funded, so that it ultimately, all  
24 disputed claims are allowed; that they will receive the full  
25 distribution to which they're entitled to under the plan,